

Exhibit C

1 IN THE CIRCUIT COURT
 2 FOR THE STATE OF TENNESSEE
 23rd JUDICIAL DISTRICT, DICKSON COUNTY
 3 RAY FLAKE and CATHY)
 4 FLAKE,)
 5 Plaintiffs,)
 6 vs.) CASE NO.
 7 SALTIRE INDUSTRIAL, INC.) CV-1911
 8 f/k/a SCOVILL, INC.;)
 9 SCHRADER-BRIDGEPORT)
 10 INTERNATIONAL, INC. f/k/a)
 11 SCHRADER AUTOMOTIVE,)
 12 INC.; ALPER HOLDINGS)
 13 U.S.A., INC.; TOMKINS)
 14 PLC; CITY OF DICKSON,)
 15 TENNESSEE; WILLIAM)
 16 ANDREWS; LEWIS EDWARD)
 17 KILMARX and JOHN DOE(S))
 18 1-10,)
 19 Defendants.)
 20

21 VIDEOTAPED DEPOSITION OF:
 22 WILLIAM F. ANDREWS
 23 Taken on behalf of the Defendants
 24 July 27, 2005
 25

COPY

21 VOWELL & JENNINGS, INC.
 22 Court Reporting Services
 23 328 Washington Square Building
 24 222 Second Avenue North
 25 Nashville, Tennessee 37201
 (615) 256-1935

VOWELL & JENNINGS, INC. (615) 256-1935

IN THE CIRCUIT COURT
 FOR THE STATE OF TENNESSEE
 23rd JUDICIAL DISTRICT, DICKSON COUNTY

3 JON ARMSTRONG and)
 4 CHARLOTTE ARMSTRONG,)
 5 Plaintiffs,)
 6 vs.) CASE NO.
 7 SALTIRE INDUSTRIAL, INC.) CV-1929
 8 f/k/a SCOVILL, INC.;)
 9 SCHRADER-BRIDGEPORT)
 10 INTERNATIONAL, INC. f/k/a)
 11 SCHRADER AUTOMOTIVE,)
 12 INC.; ALPER HOLDINGS)
 13 U.S.A., INC.; TOMKINS)
 14 PLC; CITY OF DICKSON,)
 15 TENNESSEE; WILLIAM)
 16 ANDREWS; LEWIS EDWARD)
 17 KILMARX and JOHN DOE(S))
 18 1-10,)
 19 Defendants.)

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1 IN THE CIRCUIT COURT
 2 FOR THE STATE OF TENNESSEE
 23rd JUDICIAL DISTRICT, DICKSON COUNTY

3
 4 DONALD and KRISTIE)
 5 ADKINS, et al,)
 6 Plaintiffs,)
 7 vs.) CASE NO.
 8 SCHRADER-BRIDGEPORT)
 9 INTERNATIONAL, INC. f/k/a) CV-2022
 10 SCHRADER AUTOMOTIVE,)
 11 INC., et al,)
 12 Defendants.)

13 DEPOSITION OF:

14 **WILLIAM F. ANDREWS**

15 Taken on behalf of the Defendants

16 July 27, 2005

17

18 VOWELL & JENNINGS, INC.
 19 Court Reporting Services
 20 328 Washington Square Building
 21 222 Second Avenue North
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1 The videotaped deposition of WILLIAM

2 ANDREWS was taken by counsel for the
3 Defendants at the offices of Harwell, Howard,
4 Hyne, Gabbert & Manner, 315 Deaderick Street,
5 Suite 1800, Nashville, Tennessee, on July 27,
6 2005, for all purposes under the Tennessee
7 Rules of Civil Procedure.

8 The formalities as to notice,
9 caption, certificate, et cetera, are waived.
10 All objections, except as to the form of the
11 questions, are reserved to the hearing.

12 It is agreed that Carissa L. Boone,
13 being a Notary Public and Court Reporter, may
14 swear the witness, and that the reading and
15 signing of the completed deposition by the
16 witness are not waived.

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1 THE VIDEOGRAPHER: Here begins the
2 Volume 1, Videotape No. 1, and the deposition
3 of William F. Andrews in the matters of
4 Donald and Kristi Adkins, et al. versus
5 Schrader-Bridgeport Young International, Case
6 No. CV-2022; also Ray Flake and Cathy Flake
7 versus Saltire Industrial, et al., Case No.
8 CV-2022; also John Armstrong and Charlotte
9 Armstrong versus Saltire Industrial, et al.,
10 Case No. CV-1929, in the Circuit Court for
11 the State of Tennessee, 23rd Judicial
12 District, Dickson County.

13 Today's date is July 27th, 2005.

14 The time on the video monitor is 10:12. The
15 videographer today is Tiffany Fykes of Vowell
16 & Jennings. This video deposition is taking
17 place at Harwell, Howard, Hyne, Gabbert &
18 Manner, in Nashville, Tennessee, and was
19 noticed by Glenn B. Rose of Howell, Howard,
20 Hyne, Gabbert & Manner.

21 Counsel, please voice identify
22 yourself and state whom you represent.

23 MR. ROSE: Glenn Rose and Kenneth
24 Byrd representing Mr. Andrews, with the firm
25 of Harwell, Howard, Hyne, Gabbert & Manner.

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| <p>1 MR. NOLAN: George Nolan for Arvin 2 Meritor.</p> <p>3 MR. YOUNG: Greg Young for 4 Schrader-Bridgeport International, Inc.</p> <p>5 MS. RICKS: Teresa Ricks for the City of Dickson.</p> <p>6 MR. THORNTON: Barry Thornton for 7 Dickson County.</p> <p>8 MR. RAMSEY: Bill Ramsey for 9 Alpert Holdings.</p> <p>10 MR. BELCHER: John Belcher for 11 Lewis Edward Kilmarx.</p> <p>12 MR. TODD: Henry F. Todd, Jr., for 13 purpose of this deposition, Plaintiffs John 14 Armstrong and Charlotte Armstrong.</p> <p>15 MR. DAVIDSON: Alfred Davidson for 16 Barrett Law Office for Plaintiffs -- for 17 purposes of this deposition for Plaintiffs 18 Ray Flake and Cathy Flake.</p> <p>19 THE VIDEOGRAPHER: Would all 20 others present please state your name for the 21 record?</p> <p>22 MR. CUNNINGHAM: Buck Cunningham.</p> <p>23 THE VIDEOGRAPHER: The court 24 reporter today is Carissa Boone of Vowell &</p> <p>VOWELL & JENNINGS, INC. (615) 256-1935</p> | <p>1 Q. And for how long have you lived in 2 Tennessee?</p> <p>3 A. This time since 1996. I lived here 4 previously from 1981 to -- I'm sorry, '91 to 5 '92, and I lived here from 1973 to 1979.</p> <p>6 Q. And Mr. Andrews, did you ever work for 7 a corporation called Scovill, Inc.?</p> <p>8 A. I did.</p> <p>9 Q. Okay. And when did you last work for 10 that entity?</p> <p>11 A. Early in 1984 -- 1985.</p> <p>12 Q. And what was your position at the time 13 your employment ended?</p> <p>14 A. I was the chairman, president, CEO.</p> <p>15 Q. And for how long have you held each of 16 those?</p> <p>17 A. I might clarify one thing.</p> <p>18 Q. Sure.</p> <p>19 A. The company was bought in early 1985. 20 The people who bought it were tending to 21 change the management structure. I had a, 22 you know, a contract and because they were 23 changing the managing structure I left, and 24 the people who bought it put in new 25 management.</p> <p>VOWELL & JENNINGS, INC. (615) 256-1935</p> |
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| <p>Jennings.</p> <p>2 Would the reporter please swear in 3 the witness.</p> <p>4 WILLIAM F. ANDREWS 5 having been first duly sworn, was examined 6 and testified as follows:</p> <p>7 EXAMINATION</p> <p>8 QUESTIONS BY MR. ROSE:</p> <p>9 Q. Good morning, Mr. Andrews. As you 10 know, of course, I and Kenny Byrd and other 11 attorneys of the firm of Harwell, Howard, 12 Hyne, Gabbert & Manner represent you in these 13 three actions that are pending in Dickson 14 County in Circuit Court. And we did notice 15 your deposition today, and I, as your 16 counsel, will be asking questions to you.</p> <p>17 If at any time you need to take a 18 break, just let me know and we'll take a 19 break. And if at any time you don't 20 understand my questions, let me know.</p> <p>21 Mr. Andrews, how old are you?</p> <p>22 A. 73.</p> <p>23 Q. And where do you live?</p> <p>24 I live in Riverstone Farm in Franklin, 25 Tennessee. 1409 Moran Road.</p> <p>VOWELL & JENNINGS, INC. (615) 256-1935</p> | <p>1 Q. And who were the people who bought it?</p> <p>2 A. The Belzbergs brothers of Canada, 3 along with a group of other investors and 4 junk bonds and things of that type.</p> <p>5 Q. And did that transaction take place in 6 1984 or 1985, if you recall?</p> <p>7 A. It started in 1984 and closed in early 8 '85.</p> <p>9 Q. And is it correct that essentially 10 after that transaction closed that your 11 management role with Scovill effectively 12 ended?</p> <p>13 A. I stayed for probably two to three 14 months after it was purchased, but they had 15 other people that they wanted to insert into 16 the company above me and as a result, I 17 thought it was best to leave.</p> <p>18 Q. And so you left totally in -- sometime 19 in the spring of --</p> <p>20 A. It was --</p> <p>21 Q. -- 1985?</p> <p>22 A. It was spring -- sometime in the 23 spring.</p> <p>24 Q. Okay. And for how long did you hold 25 the position of president of Scovill?</p> <p>VOWELL & JENNINGS, INC. (615) 256-1935</p> |
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1 A. I became president in 1979, and in
 2 1981, I became the chairman, president, and
 3 CEO. Malcolm Baldridge, who was the chairman
 4 and CEO when I became president, went to
 - become the Secretary of Commerce, and when he
 did, the Board elected me all three titles.
 / Q. And once again, that would have been
 8 in 1981?
 9 A. 1981.
 10 Q. Okay. As of the 1980s, had Scoville
 11 been in existence for a long period of time?
 12 A. Scovill was founded in 1802. It was
 13 the longest-paying dividend company in the
 14 New York Stock Exchange.
 15 Q. In the 1980s, it was that -- held that
 16 title?
 17 A. All the way until it was bought by the
 18 Belzbergs, it was the longest-paying dividend
 19 in the New York Stock Exchange -- dividend-
 20 paying company in the New York Stock
 21 Exchange.
 22 Q. Okay. And during the period that you
 23 worked for Scovill, was it a publicly-owned
 24 company?
 25 A. Yes.

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1 the major brass companies in the United
 2 States. Because they were in brass, they
 3 started to reroll aluminum and draw copper
 4 tubing, and then they started to acquire
 5 companies that consumed brass. And so that
 6 was one of the reasons Schrader was acquired
 7 in the '20s, because they used a lot of brass
 8 products.
 9 Scovill eventually became a company of
 10 six divisions divided into three groups.
 11 They were -- had a housing group which had
 12 NuTone and Yale Lock.
 13 They had a consumer group that
 14 consisted of Hamilton Beach and Apparel
 15 Fasteners. They made snap fasteners for
 16 apparel.
 17 And they had an automotive and
 18 industrial group which consisted of Schrader
 19 Automotive and Schrader Bellums.
 20 And in the time it was taken over, it
 21 was about \$850 million, roundabout, in sales,
 22 and it was at that time somewhere between 200
 23 and 300 on the list of Fortune 500 Companies.
 24 Q. And from 1979 through early 1985 as
 25 president and then as president and chief

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15

Q. Okay. And as a result, did that mean
 2 that its shares were owned by many different
 3 investors in the public?
 4 A. Yes.
 5 Q. Okay. And were you ever a significant
 6 shareholder of Scovill?
 7 A. I had stock options at the time it was
 8 acquired -- about 50,000 shares -- which were
 9 purchased at the time of the takeover.
 10 Q. What percentage of the total
 11 outstanding stock approximately would that
 12 have represented?
 13 A. Oh, contestable.
 14 Q. Okay. So less than 1 percent?
 15 A. Less than a tenth of 1 percent.
 16 Q. You indicated that Scovill was a very
 17 old company. Give us a brief overview of the
 18 history of Scovill as you understand it.
 19 A. Scovill started to make buttons in the
 20 early days, and they supplied the armies in
 21 the War of 1812 and other wars. They made
 22 subway tokens and things like that in the
 23 very beginning. And because they were making
 24 buttons, they decided to get into the
 25 manufacture of brass, and they became one of

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1 executive officer, you were the highest
 2 officer of the corporation over all of those
 3 different divisions in Scovill?
 4 A. I was, but I reported to a Board of
 5 Directors.
 6 Q. How many individuals were on the Board
 7 of Directors?
 8 A. It varied, but between 10 and 12.
 9 Q. You mentioned that Scovill acquired
 10 Schrader in the 1920s. Can you tell us a
 11 little bit more about that acquisition and
 12 what the Schrader portion of Scovill did?
 13 A. Well, I don't remember.
 14 Q. Right.
 15 A. I wasn't born in the 1920s.
 16 Q. Right. Right.
 17 A. But Schrader was a very well-known
 18 name in valving for both automotive and
 19 industrial. And at one point, they split the
 20 business and took a completely separate
 21 approach for the industrial big valves. They
 22 did continue to make smaller industrial
 23 valves at Schrader Automotive, and we were
 24 the major supplier throughout the world of
 25 automotive tire valves and truck valves and

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| <p>1 I'm not sure.</p> <p>2 Q. Before -- or when Kohlberg purchased</p> <p>3 Schrader Automotive, Inc., or Schrader-</p> <p>4 whatever the name may have been at that time,</p> <p>who became the chairman?</p> <p>A. (Indicating.)</p> <p>Q. You were the chairman?</p> <p>A. I did.</p> <p>Q. And who was the president?</p> <p>A. Kevin Nameth.</p> <p>Q. And you mentioned -- I believe you</p> <p>mentioned that Schrader and Bridge products</p> <p>-- Bridge Products was also purchased</p> <p>Kohlberg. Did the two companies merge?</p> <p>A. Yes.</p> <p>Q. Okay. And were you the chairman of</p> <p>the --</p> <p>A. Both companies.</p> <p>Q. -- of both companies after -- post-</p> <p>merger?</p> <p>A. Yes.</p> <p>Q. What was Mr. Wiggins's position in</p> <p>that?</p> <p>A. He was the president and CEO.</p> <p>Q. Of the merged company?</p> | <p>1 Schrader Automotive, Inc., a Delaware</p> <p>2 corporation ('Stockholder')."</p> <p>3 Mr. Andrews, have you ever seen this</p> <p>4 document --</p> <p>5 A. No.</p> <p>6 Q. -- before? Let me ask you this then:</p> <p>7 Have you ever been involved in any</p> <p>8 negotiations or planning to transfer assets</p> <p>9 from Scovill, Inc.'s Schrader Automotive</p> <p>10 group or division to a subsidiary of Scovill,</p> <p>11 in this case, Schrader Automotive, Inc.?</p> <p>12 A. No. The only thing I was involved in</p> <p>13 to my knowledge was they asked me to try to</p> <p>14 sell Scovill Auto -- Schrader Automotive, and</p> <p>15 I contacted the Arvin Group, the Pritchards</p> <p>16 and the price that I got from the Arvin Group</p> <p>17 was not satisfactory and the Belzbergs</p> <p>18 decided not to sell it to the Arvin Group.</p> <p>19 And I don't -- I don't know what they did</p> <p>20 from a standpoint of organization to</p> <p>21 establish whatever way they wanted to</p> <p>22 organize this to sell it.</p> <p>23 Q. Are you familiar with the term SA</p> <p>24 Acquisition Corporation?</p> <p>25 A. SA?</p> |
| <p>VOWELL & JENNINGS, INC. (615) 256-1935</p> <p>101</p> <p>A. (Witness nods head up and down.)</p> <p>Q. And that would be Schrader-Bridgeport.</p> <p>And what was Mr. Nameth's role, if any, in</p> <p>that merger?</p> <p>A. After the merger, Kevin retired. Jim</p> <p>Wiggins was running Bridge Products, and when</p> <p>he put the two companies together, they</p> <p>offered to give Kevin the job as</p> <p>International Manager, and he decided he</p> <p>wouldn't take that, and he retired.</p> <p>(Discussion off the record.)</p> <p>BY MR. DAVIDSON:</p> <p>Q. I'm going to pass out a document that</p> <p>should be marked as Exhibit 4.</p> <p>(Exhibit No. 4 was marked.)</p> <p>BY MR. DAVIDSON:</p> <p>Q. The document to be marked as Exhibit</p> <p>No. 4 starts with Bates No. AM 00291 and</p> <p>concludes with Bates No. AM 00349, and is</p> <p>titled on the first page as Transfer</p> <p>Agreement and starts with the words</p> <p>"Agreement, made this 28th day of October,</p> <p>1985, by and between Scovill, Inc., and</p> <p>Schrader" -- or "Scovill, Inc., a Connecticut</p> <p>corporation" -- Scovill, in quotes -- "and</p> | <p>VOWELL & JENNINGS, INC. (615) 256-1935</p> <p>103</p> <p>Q. Yes.</p> <p>A. No.</p> <p>Q. Okay. Are you aware of any subsidiary</p> <p>corporations that Scovill may have set up in</p> <p>the -- in early 1985?</p> <p>A. The Belzbergs had a plan, which I</p> <p>wasn't part of, to set up what they called</p> <p>mirror -- I think it was the last part that</p> <p>the accounting allowed you do this. They</p> <p>could set up mirror businesses as separate</p> <p>businesses from the old businesses, which</p> <p>would part -- and that way they could</p> <p>separate the assets in some way, and they</p> <p>could get better tax benefits in selling it,</p> <p>but I wasn't a party to any of that.</p> <p>Q. Did that strategy involve transferring</p> <p>the assets of the operating divisions of</p> <p>Scovill into incorporated subsidiaries?</p> <p>A. I don't really know. I know they were</p> <p>called mirror companies, and I wasn't</p> <p>involved in any of that planning.</p> <p>Q. Are you aware of any discussions that</p> <p>those mirror -- so-called mirror companies</p> <p>were incorporated into subsidiaries into</p> <p>which assets would be transferred -- would be</p> |

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| <p>1 level or Board level at all.</p> <p>2 Q. Do you know when you were -- strike.</p> <p>3 At any time when you were on the Board</p> <p>4 of Schrader-Bridgeport International, Inc.,</p> <p>5 or Schrader or Schrader Automotive, Inc.,</p> <p>6 when it was owned by the Kohlberg Company,</p> <p>7 did any of those entities engage in any kind</p> <p>8 of environmental investigation or monitoring</p> <p>9 in Dickson County, Tennessee?</p> <p>10 A. Not to my knowledge. It never came to</p> <p>11 the Board level, so my answer is no, but I</p> <p>12 don't know later on down the road. But to my</p> <p>13 knowledge, nothing ever came to the Board</p> <p>14 level about environmental issues in Dickson</p> <p>15 County while we were operating Schrader-</p> <p>16 Bridge under Kohlberg.</p> <p>17 Q. And that would include your not being</p> <p>18 aware of any contract with the Environmental</p> <p>19 Protection Agency concerning Dickson County,</p> <p>20 Tennessee, specifically?</p> <p>21 A. I don't recall any involvement with</p> <p>22 them at that time.</p> <p>23 MR. ROSE: Just to make sure</p> <p>24 you're communicating, you're asking him about</p> <p>25 during the '90s when it was owned by</p> | <p>1 THE WITNESS: I just said a</p> <p>2 quality control manager could issue the</p> <p>3 request for a purchase order as well.</p> <p>4 THE VIDEOGRAPHER: And it's 2:20;</p> <p>5 we're back on record.</p> <p>6 THE WITNESS: So could the</p> <p>7 industrial engineering manager -- so all</p> <p>8 these people in the plant, depending on what</p> <p>9 they're requesting, could issue purchase</p> <p>10 orders -- request purchase orders to</p> <p>11 purchasing managers, these other managers.</p> <p>12 MR. DAVIDSON: Mr. Andrews,</p> <p>13 Mr. Todd is going to continue with the</p> <p>14 questioning at this point.</p> <p>15 (Discussion off the record.)</p> <p>16 E X A M I N A T I O N</p> <p>17 QUESTIONS BY MR. TODD:</p> <p>18 Q. Mr. Andrews, I'm Henry Todd, and I</p> <p>19 just have a few questions for you. I'm</p> <p>20 representing the plaintiff as well for</p> <p>21 purposes of this deposition, the Armstrongs.</p> <p>22 First of all, I would like to ask</p> <p>23 you: Mr. Kevin Nameth, I take it that he</p> <p>24 succeeded you as vice president and general</p> <p>25 manager of Schrader Automotive when you moved</p> |
| <p>VOWELL & JENNINGS, INC. (615) 256-1935 173</p> <p>Schrader-Bridgeport.</p> <p>2 MR. DAVIDSON: Right.</p> <p>3 MR. ROSE: We're not talking about</p> <p>4 the old days, we're talking about during the</p> <p>5 '90s.</p> <p>6 MR. DAVIDSON: During Kohlberg's</p> <p>7 ownership.</p> <p>8 THE WITNESS: I -- I don't -- I</p> <p>9 don't recall any contact with any agencies</p> <p>10 regarding Schrader or -- remember that</p> <p>11 Bridgeport had its own facilities and</p> <p>12 Schrader had a facility. Bridgeport had its</p> <p>13 own facility before we put them together, and</p> <p>14 I don't recall anything coming to the Board</p> <p>15 level about environmental issues.</p> <p>16 MR. DAVIDSON: Do we need to go</p> <p>17 off the record while you switch tapes? Okay.</p> <p>18 THE VIDEOGRAPHER: Going off the</p> <p>19 record, the time is 2:18.</p> <p>20 (Brief recess observed.)</p> <p>21 THE WITNESS: One other person</p> <p>22 that might issue an order to a purchasing</p> <p>23 manager would be --</p> <p>24 MR. DAVIDSON: Wait just -- she's</p> <p>25 changing tapes. (Pause.)</p> <p>VOWELL & JENNINGS, INC. (615) 256-1935 174</p> | <p>VOWELL & JENNINGS, INC. (615) 256-1935 175</p> <p>1 up from that position?</p> <p>2 A. I was never vice president and general</p> <p>3 manager of Schrader Automotive. I was</p> <p>4 executive, group vice president</p> <p>5 Q. So you were group vice president.</p> <p>6 Okay. And --</p> <p>7 A. And Kevin Nameth didn't come into the</p> <p>8 picture until later. There were other</p> <p>9 division managers before Kevin Nameth.</p> <p>10 Q. Well, in 1985, whenever you left then,</p> <p>11 that --</p> <p>12 A. Kevin Nameth was the general manager.</p> <p>13 Q. Was the general manager, okay. And</p> <p>14 we've seen these letters to him from a law</p> <p>15 firm down there.</p> <p>16 Do you know when he would have assumed</p> <p>17 that position?</p> <p>18 A. Of general manager?</p> <p>19 Q. Right.</p> <p>20 A. Before that time. I don't remember</p> <p>21 when. You have to remember, at that time I</p> <p>22 was the president and CEO and the group --</p> <p>23 the group had made the appointment of Kevin</p> <p>24 who had formerly been the Canadian general</p> <p>25 manager, and so I knew about it and I agreed,</p> |